

# CITY COUNCIL REPORT



Meeting Date: August 21, 2012  
General Plan Element: *Land Use*  
General Plan Goal: *Sensitively integrate land uses into the surrounding settings*

## ACTION

---

**Acquisition of Control Change for Mabel's on Main 74-LL-2012.** To consider forwarding a recommendation to the Arizona Department of Liquor Licenses and Control for an Acquisition of Control Change for an existing Series 6 (bar) liquor license.

## OWNER

---

Mabel's on Main LLC

## APPLICANT CONTACT

---

Randy D Nations

## LOCATION

---

7018 E Main St

## BACKGROUND

---

This request is for an Acquisition of Control Change of a Series 6 (bar) liquor license which has been operating since 2000.

## APPLICANT'S PROPOSAL

---

### Goal/Purpose of Request

The applicant is seeking a favorable recommendation on an Acquisition of Control Change for Mabel's on Main. The entities comprising Mabel's on Main LLC are changing.

## STATE GUIDELINES FOR CONSIDERING AN APPLICATION

---

### **A.R.S. Section 4-203 Granting an Acquisition of Control Change.**

The new agent must submit an application to the Arizona Department of Liquor Licenses & Control, which is then forwarded to the local governing body. The local governing body of the city, town or county may protest the acquisition of control within sixty days based on the capability, reliability and qualification of the person acquiring control.

## OTHER LICENSES & PERMITS

---

### **Financial Management**

Revenue Collection has reported that the applicant has met City licensing requirements and all fees have been paid.

Spirituos Liquor Tax Permit # Pending.

Scottsdale Transaction Privilege Sales Tax License # Pending.

## IMPACT ANALYSIS

---

### **Public Safety Division.**

#### **Police Department: Recommendation Approval**

**Major life safety issues:** None noted.

**Code Enforcement:** There are no current cases of code violations at this time in relation to the liquor license.

## COUNCIL OPTIONS & STAFF RECOMMENDATION

---

### **Council Options**

The City Council has the option of recommending approval, denial or no recommendation to the Arizona Department of Liquor Licenses and Control.

### **Staff Recommendation**

The City of Scottsdale staff has conducted a review and advises that the license request meets the criteria imposed for determining the capability, qualifications and reliability of the applicant.

### **Next Steps**

The City Council's recommendation of approval, denial or no recommendation will be forwarded to the Department of Liquor Licenses and Control for their consideration.

## RESPONSIBLE DEPARTMENT(S)

---

Planning, Neighborhood and Transportation Division

Public Safety Division

Economic Vitality Division

## STAFF CONTACTS (S)

---

Teri Gleason, Planning Assistant, [tgleason@scottsdaleaz.gov](mailto:tgleason@scottsdaleaz.gov)  
Planning, Neighborhood and Transportation Division

Ronald Bayne, Lieutenant, Patrol Enforcement Section, [rbayne@scottsdaleaz.gov](mailto:rbayne@scottsdaleaz.gov)  
Public Safety Division

Raun Keagy, Planning, Neighborhood and Transportation Director, [rkeagy@scottsdaleaz.gov](mailto:rkeagy@scottsdaleaz.gov)  
Planning, Neighborhood and Transportation

## APPROVED BY

---

Tim Curtis, AICP, Current Planning Director  
312-4210 [tcurtis@scottsdaleaz.gov](mailto:tcurtis@scottsdaleaz.gov)

 8/2/2012

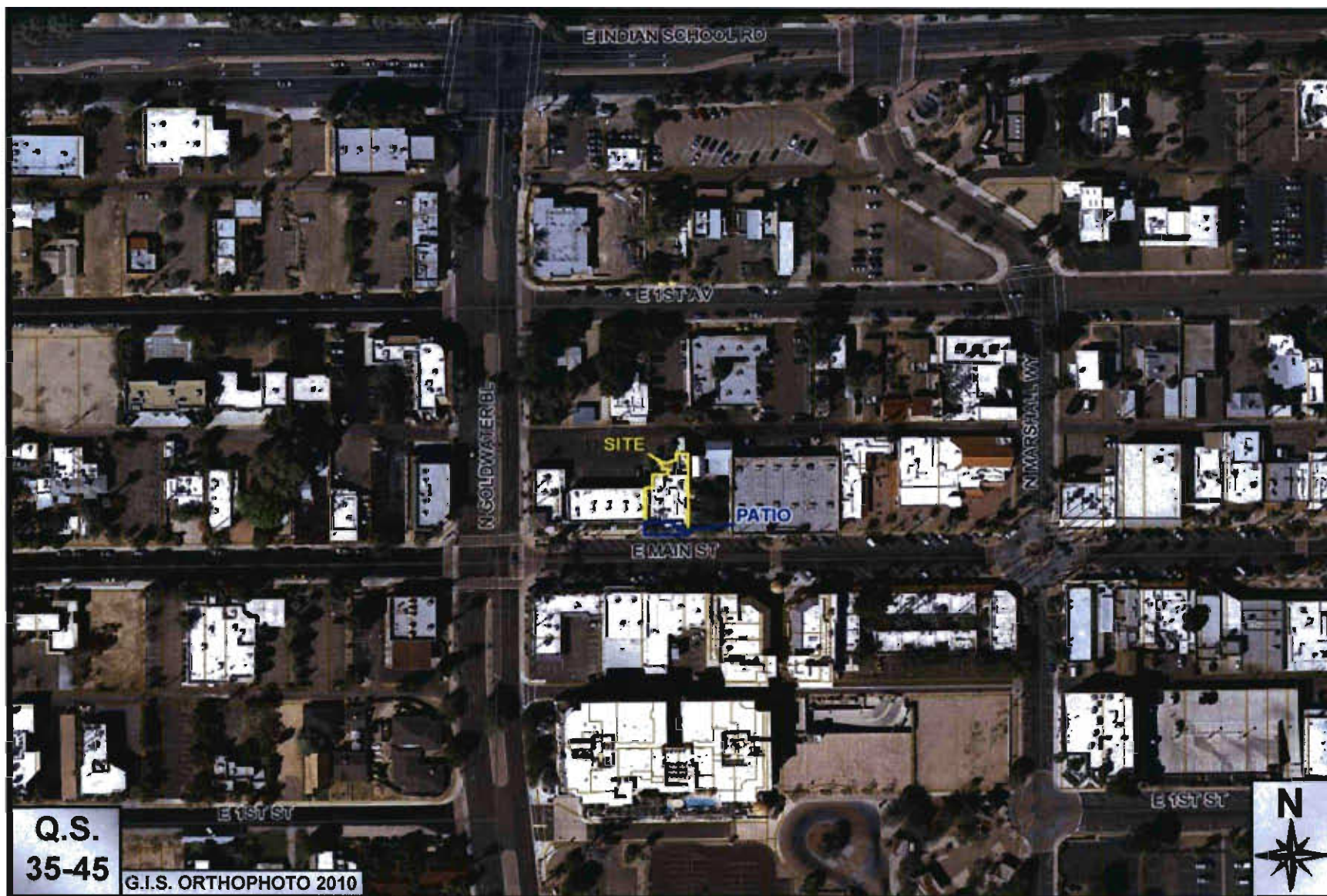
Kroy Ekblaw, Interim Administrator  
312-7064, [kekblaw@scottsdaleaz.gov](mailto:kekblaw@scottsdaleaz.gov)

 8/3/12

## ATTACHMENTS

---

- #1: Vicinity Map
- #2: Aerial Map
- #3: State Application Sections 1-17
- #4: State Background Information

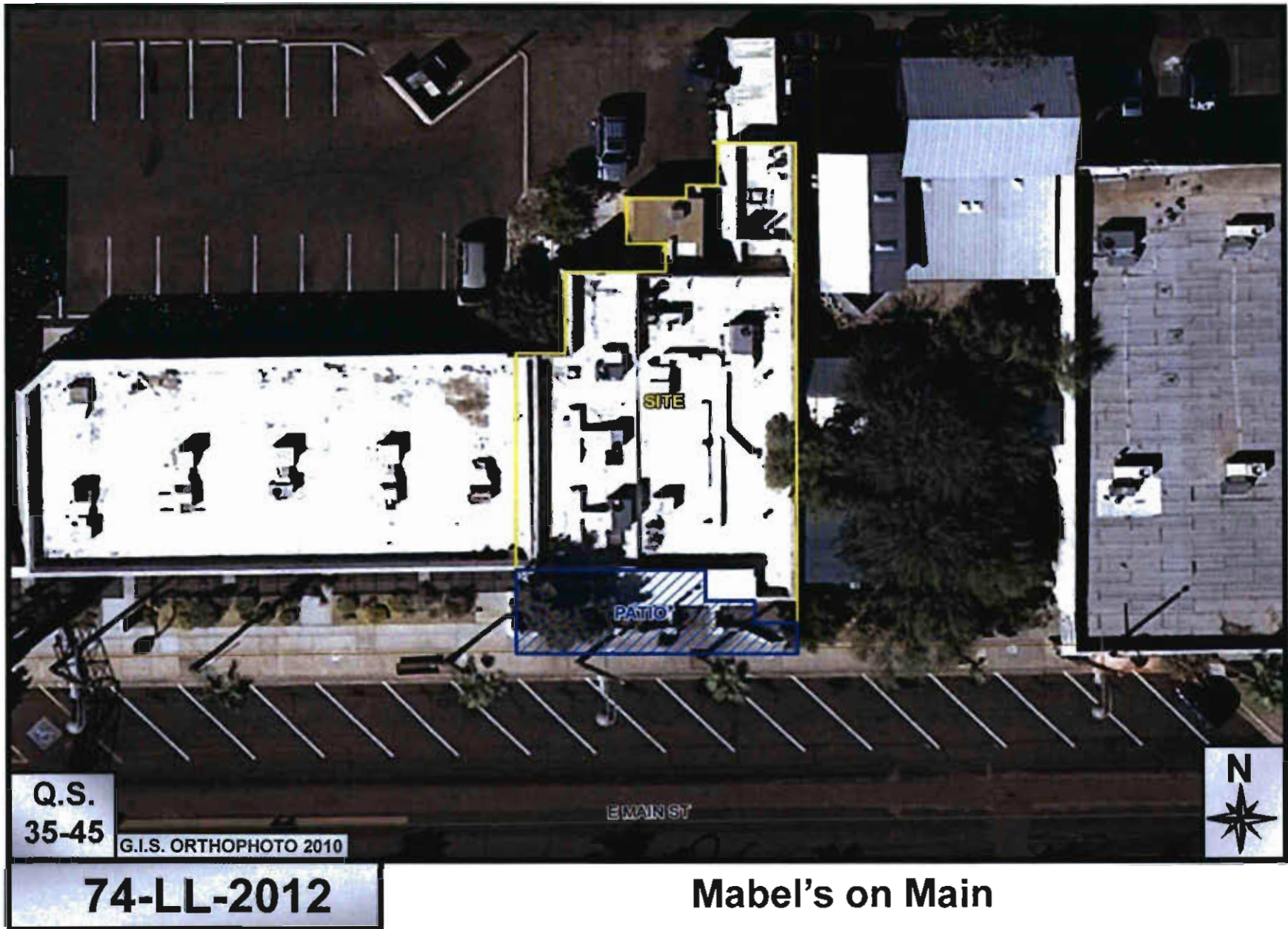


**74-LL-2012**

**Mabel's on Main**

ATTACHMENT #1





# ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
www.azliquor.gov  
(602) 542-5141

12 JUL 9 10:41 AM '03

## APPLICATION FOR AGENT CHANGE - ACQUISITION OF CONTROL - RESTRUCTURE

Check  
Appropriate  
Box

☐ Agent Change  
Complete Sections 1,2,3,4,6  
(See Note 1 on back)

☒ Acquisition of Control  
Complete Sections 1,2 (3,4 if changing Agent), 6

☐ Restructure  
Complete Sections 1,2,(3,4 if changing Agent), 5,6  
(See Note 2 on back)

### SECTION 1 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

1. Name (INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER)

Nations Randy D. 06070179  
Last First Middle Liquor License #

2. ☐ Corporation ☒ L.L.C. ☐ N/A: Mabel's On Main LLC 61043029 Corp. File #: L-1529946-3  
(Exactly as it appears on Articles of Inc. or Articles of Org.)

3. Business Name: Mabel's On Main 61001941  
(Exactly as it appears on license)

4. Business Address: 7018 E Main St Scottsdale Maricopa 85251  
(Do not use P.O. Box Number) City COUNTY Zip

5. Is the business located within the incorporated limits of the above city or town? ☒ Yes ☐ No

6. Mailing Address: P O Box 2502 Chandler AZ 85244  
City State Zip

7. Business Phone: (480) 899-5580 Residence Phone: (480) 813-1364

8. Does this transaction involve the sale of any portion of the corporate stock? ☒ YES ☐ NO ☐ N/A If yes, submit a certified copy of minutes.

9. Has there been any change of officers? ☒ YES ☐ NO ☐ N/A If yes, submit a certified copy of minutes.

### SECTION 2 (COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

Each person listed in Section II must submit a personal questionnaire (Form LIC0101) and a Department approved fingerprint card which may be obtained at the Dept. A person appearing in both lists need only submit one questionnaire and fingerprint card.

1. List individual owner or partners or all directors, officers in corp., members in LLC:

Last	First	Middle	Title	Residence Address	City State Zip
7018 E Main LLC			Member	8777 N Gainey Center Dr #75	Scottsdale AZ 85258
Vojtesak	Gary	Thomas	Manager	7500 E Doubletree Ranch Rd #5205	Scottsdale AZ 85258
Malouf	Mark	Arthur	Manager	107 Elm St	Prospect Heights IL 60070

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

2. List stockholders or controlling members owning 10% or more of Corp/LLC:

Last	First	Middle	% Owned	Residence Address	City State Zip
7018 E Main LLC			100	8777 N Gainey Center Dr #75	Scottsdale AZ 85258

LIC0102 4/2009

(ATTACH ADDITIONAL SHEET(S) IF NECESSARY)

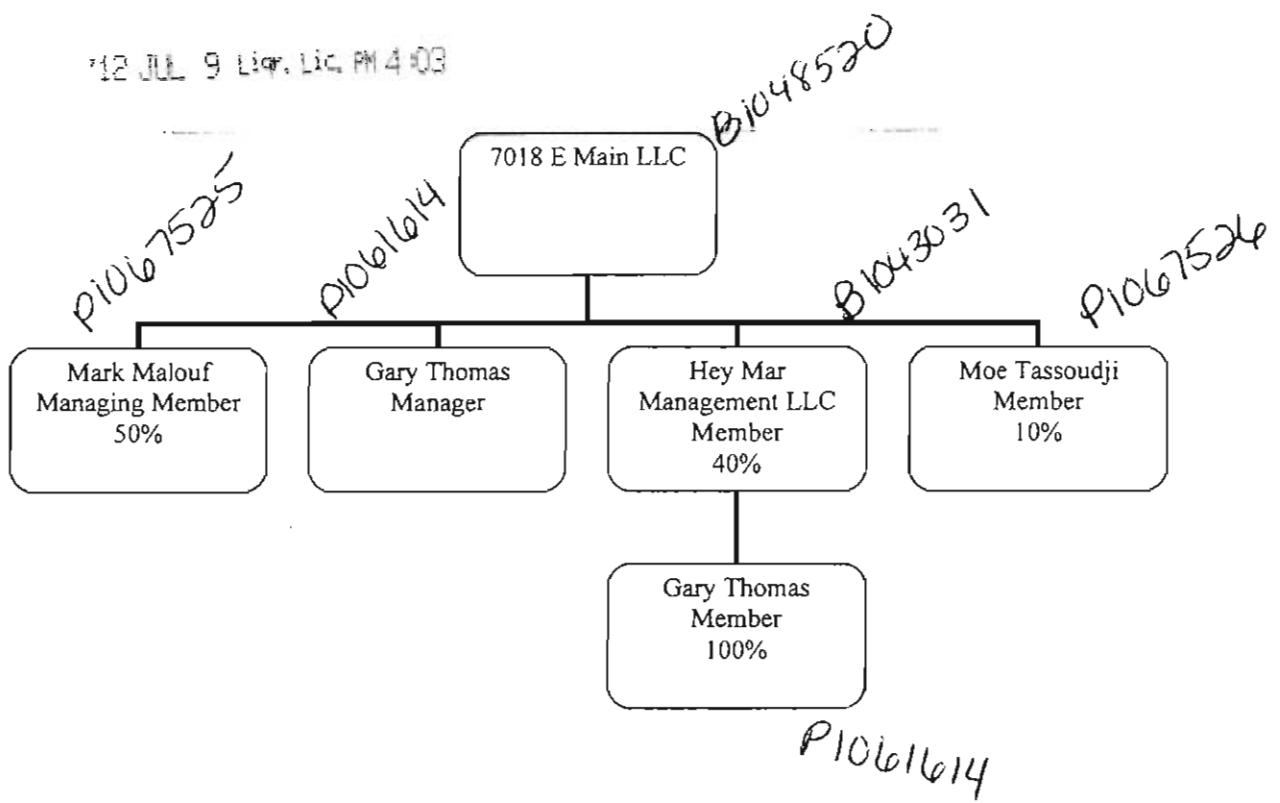
Disabled individuals requiring special accommodations please call the Department

Date Received

rcp

ATTACHMENT #3

12 JUL 9 11:41 AM



## SECTION 3

(COMPLETE THIS SECTION FOR AGENT CHANGE)

1. If the corporation/L.L.C. is owned by another entity, ATTACH AN OWNERSHIP AND DIRECTOR / OFFICER / MEMBER DISCLOSURE for the parent entity. Attach additional sheets as necessary in order to disclose real people.

As an Agent, will you be physically present and operating the licensed premises? ☐ YES ☒ NO

If you answered YES, you must provide proof of attendance of a Department approved Liquor Law Training Course within the last five years before your application for Agent can be submitted. If "no" a manager with approved training must be submitted.

## SECTION 4

(COMPLETE THIS SECTION FOR AGENT CHANGE)

To be completed by the INDIVIDUAL OR EXISTING AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER:

1. License Number: \_\_\_\_\_ Date of last renewal: \_\_\_\_\_

2. Current Licensee or Agent: \_\_\_\_\_  
(Exactly as it appears on license) Last First Middle

I, \_\_\_\_\_, hereby consent to the agent appointment named herein and  
(Print full name)

agree to immediately assign a new agent in the event of the death, resignation, or discharge of this agent. I also understand that if the background report shows that I, the corporation, or any officer, director, member, or stockholder have been convicted of a felony in the past five (5) years, I will immediately surrender the license to the Arizona Department of Liquor Licenses and Control and hereby waive all rights to appeal such action.

X \_\_\_\_\_ State of \_\_\_\_\_ County of \_\_\_\_\_  
(Signature of INDIVIDUAL/ CORPORATE/CLUB OFFICER/MEMBER) The foregoing instrument was acknowledged before me this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Day Month Year

My commission expires on: \_\_\_\_\_  
(Signature of NOTARY PUBLIC)

## SECTION 5

(COMPLETE THIS SECTION FOR RESTRUCTURE)

Is there more than one licensed premises involved? ☐ YES ☐ NO If yes, SEPARATE APPLICATIONS must be filed and fees paid for each license/location.

Type of current ownership:

- ☐ J.T.W.R.O.S.  
☐ INDIVIDUAL  
☐ PARTNERSHIP  
☐ CORPORATION  
☐ LIMITED LIABILITY CO.  
☐ TRUST  
☐ OTHER Explain \_\_\_\_\_

Type of new ownership:

- ☐ J.T.W.R.O.S.  
☐ INDIVIDUAL  
☐ PARTNERSHIP  
☐ CORPORATION  
☐ LIMITED LIABILITY CO.  
☐ TRUST  
☐ OTHER Explain \_\_\_\_\_

## SECTION 6

(COMPLETE THIS SECTION FOR AGENT CHANGE, ACQUISITION OF CONTROL OR RESTRUCTURE)

To be completed by INDIVIDUAL OR EXISTING AGENT (if no agent change) OR NEW AGENT OR CORPORATE OFFICER OR L.L.C. CONTROLLING MEMBER as listed in Question 1 Section 1:

I, \_\_\_\_\_, hereby declare that I am the APPLICANT filing this application.  
(Print full name)

have read the application and the contents and all statements are true, correct and complete.

X \_\_\_\_\_ State of \_\_\_\_\_ County of \_\_\_\_\_  
(Signature of INDIVIDUAL OR AGENT) The foregoing instrument was acknowledged before me this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Day Month Year

My commission expires on: \_\_\_\_\_  
(Signature of NOTARY PUBLIC)

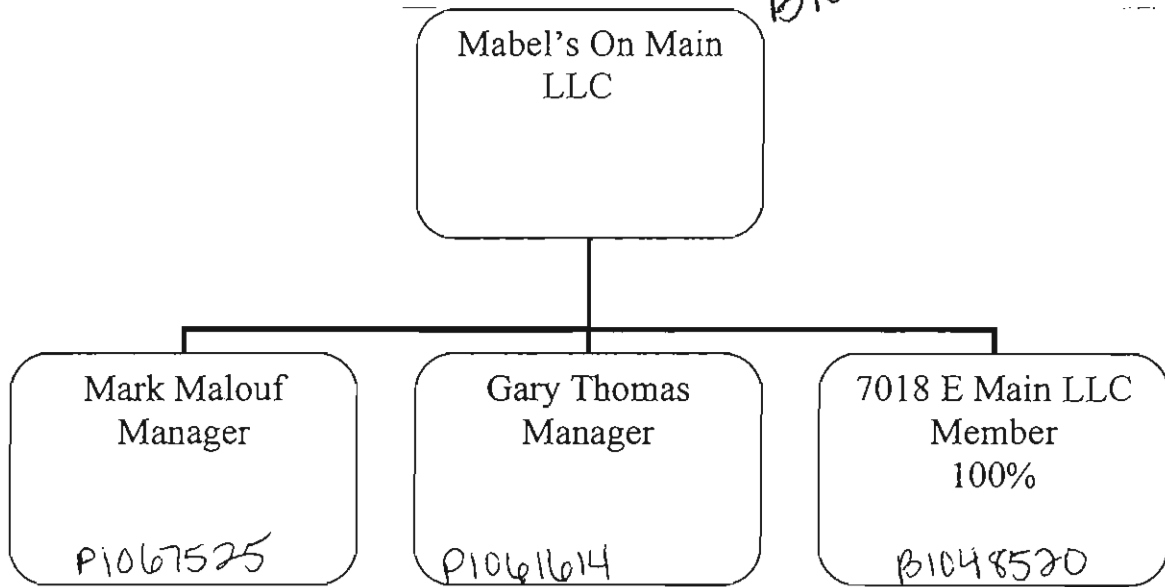
NOTE 1: The fee for an agent change MUST be submitted with this application: \$100.00 for the first application and \$50.00 for each additional application, not to exceed \$1,000.00. (A.R.S. 4-209.H)

NOTE 2: The \$100.00 fee for restructure MUST be submitted with this application (A.R.S. 4-209.A)



'12 JUL 9 11:47 AM 4 03

B1043029



12 JUL 9 147.116 814 03

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
(602) 542-5141

QUESTIONNAIRE

PP current  
7/2010

P1002484 5G

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting for any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK. An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

Liquor License #

00070179

(If the location is currently licensed)

1. Check appropriate box →   
☒ Controlling Person (Complete Questions 1-19)   
☒ Agent (Complete Questions 1-19)   
☐ Manager (Only) (Complete All Questions except # 14, 14a & 21)   
 Controlling Person or Agent must complete #21 for a Manager. Controlling Person or Agent must complete # 21

2. Name: Nations Randy D. Date of Birth [REDACTED]   
 Last First Middle (NOT a Public Record)

3. Social Security Number: [REDACTED] Drivers License #: [REDACTED] State: Arizona   
 (NOT a public record) (NOT a public record)

4. Place of Birth: Morenci AZ USA Height: 6'1" Weight: 210 Eyes: HAZ Hair: BRO   
 City State Country (not county)

5. Marital Status Single X Married Divorced Widowed

6. Name of Current or Most Recent Spouse: Nations Deborah Jean Collier Date of Birth [REDACTED]   
 (List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? Arizona If Arizona, date of residency:

8. Telephone number to contact you during business hours for any questions regarding this document. 480-730-2675

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Mabel's On Main Premises Phone: 480-889-5580

11. Physical Location of Licensed Premises Address: 7018 E Main St Scottsdale Maricopa 85251   
 Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
04/93	CURRENT	President	ALIC Enterprises LLC 1811 S. Alma School Rd Suite 268 Mesa, AZ 85210

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION 12

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address (If rented, attach additional sheet with name, address and phone number of landlord)	City	State	Zip
12/95	CURRENT	O	314 S. Bayshore Blvd	Gilbert	AZ	85233

12 JUL 9 11:41 AM 4 03

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and answer #14a below. If NO, skip to #15. YES ☒ NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. ☒ YES NO
15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES ☒ NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. ☒ YES NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? ☒ YES NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? ☒ YES NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? ☒ YES NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.  
Give complete details including dates, agencies involved, and dispositions.

**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

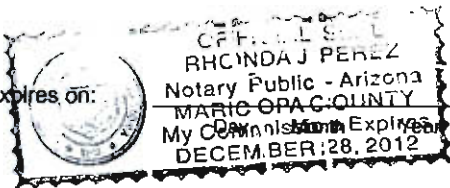
20. I, Randy D. Nations, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filling this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

[Signature]  
(Signature of Applicant)

State of AZ County of Maricopa

The foregoing instrument was acknowledged before me this  
9 day of July, 2012  
Month Year

My commission expires on:



12/28/12

[Signature]  
(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT  
APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.  
The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this

X \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)

\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

Print Name

(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

12 JUL 9 Lir. Lic PM 4 03

P.O. Box 2502  
Chandler, Arizona 85244  
(480) 730-2675 Phone (480) 730-2676 Fax



## ARIZONA LIQUOR INDUSTRY CONSULTANTS

This addendum is written in response to questions 16, 17, 18, and 19 on the QUESTIONNAIRE.

In response to question 16, my company is currently contracted with over five hundred (500) liquor establishments statewide, not to mention those who have cancelled services since our inception in 1993. Depending on when this document is reviewed, it's possible that there may be a pending administrative citation, compliance action, arrest or summons against one of them.

In response to question 17, since I began ALIC in April of 1993, I have been associated with hundreds of liquor establishments and liquor licenses. Several of them have received citations (fines) and in some instances, a suspension. I work with the compliance officer on a regular basis acting as a representative for those who utilize my contract service. I do not however, have anything to do with the actual operation of any liquor establishment in this or any other state. Therefore, none of the violations to which I have just referred can be associated to me personally. Additionally, it would be almost impossible for me to give you a reconciliation of these violations, as I have been associated with so many licenses for so many years.

Question 18. In early 1995, I was involved in litigation over the sale of a class six (6) liquor license. The seller in this case presented documents to me, you (DLLC), and the Arizona Department of Revenue, showing him as the president of a corporation that owned a liquor license. He requested my assistance in selling this license, as I am a liquor license broker. The license was brokered and sold by me. Some weeks later I discovered that the individual selling the license on behalf of the corporation was a fraud, therefore the sale of the license illegal. After notifying the purchaser (victim), he instigated a lawsuit against both me and the escrow company used to consummate the sale of the license. The litigation against my company and me was later dropped; I did however have to pay the buyer's attorney's fees. Additionally, I prepared a felony complaint, took it to prior police associates at the Arizona Department of Public Safety and we obtained a five count Grand Jury Indictment and six year prison conviction against the fraudulent seller.

Question 19. I am currently the Administrative Agent on numerous liquor licenses throughout the State of Arizona. I have also owned liquor licenses that were purchased for resale only.

Respectfully Submitted,

Randy Nations,  
President ALIC



12 JUL 9 11:47 AM '03

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
(602) 542-5141

802,848

QUESTIONNAIRE

P1067526 SG

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting or any public view.

Read carefully. This instrument is a sworn document. Type or print with BLACK INK.  
An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN "APPLICANT" TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

Liquor License #

06070179

The fees allowed by A.R.S. § 44-6852 will be charged for all dishonored checks.

(If the location is currently licensed)

1. Check appropriate box → ☒ Controlling Person Agent (Complete Questions 1-19)  
Controlling Person or Agent must complete #21 for a Manager  
☐ Manager (Only) (Complete All Questions except # 14, 14a & 21)  
Controlling Person or Agent must complete # 21

2. Name: Tassoudji Moe Date of Birth: [REDACTED]  
Last First Middle (NOT a Public Record)

3. Social Security Number: [REDACTED] Drivers License: [REDACTED] State: AZ  
(NOT a public record) (NOT a public record)

4. Place of Birth: Hamburg Germany Height: 5'10 Weight: 230 Eyes: Bro Hair: Blk  
City State Country (not county)

5. Marital Status ☒ Single ☐ Married ☐ Divorced ☐ Widowed

6. Name of Current or Most Recent Spouse: [REDACTED] Date of Birth: [REDACTED]  
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? Arizona If Arizona, date of residency: 1993

8. Telephone number to contact you during business hours for any questions regarding this document. 480-998-3200

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Mabels on Main Premises Phone: 480-889-5580

11. Physical Location of Licensed Premises Address: 7018 E Main St Scottsdale Maricopa 85251  
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
5/06	CURRENT	Managing Member	ZaaZoom Solutions 7600 E Doubletree Ranch Rd Scottsdale AZ 85251
11/01	5/06	VP	CJ Inc. 8390 Via de Ventura Ste. F110 Scottsdale AZ 85258
	<del>11/07</del>		

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION ↑

13. Indicate your residence address for the last five (5) years: ↓

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
8/11	CURRENT	R	7479 E Sunnyvale	Scottsdale	AZ	85258
12/10	8/11	R	8007 E Del Mercurio Dr	Scottsdale	AZ	85258
7/07	<del>7/05</del>	O	3754 E San Pedro Pl	Chandler	AZ	85249
7/05	7/07	O	8739 San Rafael Dr	Scottsdale	AZ	85258

If you checked the Manager box on the front of this form skip to #15 JUL 9 11:41 PM 4 03

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and **answer #14a below**. If NO, skip to #15. YES ✓ NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. YES ✓ NO
15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. YES ✓ NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES ✓ NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? YES ✓ NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? YES ✓ NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? YES ✓ NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.  
Give complete details including dates, agencies involved, and dispositions.

**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Moe Tassoudji, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

x See attached  
(Signature of Applicant)

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this  
\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Month Year

My commission expires on: \_\_\_\_\_  
Day Month Year

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT  
APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.  
The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this

x \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_  
Month Year

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
(Signature of NOTARY PUBLIC)

My commission expires on: \_\_\_\_\_  
Day Month Year

If you checked the Manager box on the front of this form skip to # 15

12 JUL 9 11:14 PM 4 03

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?

☐ YES ☒ NO

If you answered YES, how many hrs/day? \_\_\_\_\_, and answer #14a below. If NO, skip to #15.

14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)

☐ YES ☐ NO

If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.

15. Have you been detained, cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years (include only traffic violations that were alcohol and/or drug related)?

☐ YES ☒ NO

16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved?

☐ YES ☒ NO

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?

☐ YES ☒ NO

18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?

☐ YES ☒ NO

19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?

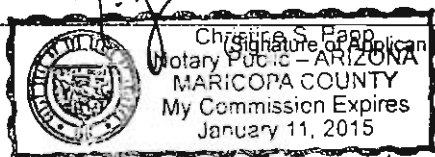
☐ YES ☒ NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.  
Give complete details including dates, agencies involved, and dispositions.

**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Moe Tassoudi, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X



My commission expires on:

1 - 11 - 2015  
Day Month Year

State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this

3 day of Feb, 2012

Month Year

Christine S. Pepp  
(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT  
APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.  
The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this

\_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

Month Year

X

Signature of Controlling Person or Agent (circle one)

Print Name

(Signature of NOTARY PUBLIC)

My commission expires on:

\_\_\_\_\_ Day Month Year

12 JUL 9 09, 11:27 AM

ARIZONA DEPARTMENT OF LIQUOR LICENSES & CONTROL

800 W Washington 5th Floor  
Phoenix AZ 85007-2934  
(602) 542-5141

802,848

QUESTIONNAIRE

P1067525 SG

Attention all Local Governing Bodies: Social Security and Birthdate information is Confidential. This information may be given to local law enforcement agencies for the purpose of background checks only but must be blocked to be unreadable prior to posting for any public view.

Read carefully. This instrument is a sworn document. Type or print with **BLACK INK**.  
An extensive investigation of your background will be conducted. False or incomplete answers could result in criminal prosecution and the denial or subsequent revocation of a license or permit.

TO BE COMPLETED BY EACH CONTROLLING PERSON, AGENT, OR MANAGER. EACH PERSON COMPLETING THIS FORM MUST SUBMIT AN 'APPLICANT' TYPE FINGERPRINT CARD AVAILABLE AT THIS OFFICE. FINGERPRINTS ON FBI-APPROVED CARDS ARE ACCEPTED FROM LAW ENFORCEMENT AGENCIES, BONA FIDE FINGERPRINT SERVICES, OR THE DEPARTMENT OF LIQUOR. THE DEPARTMENT CHARGES A \$13 FEE.

In addition to other fingerprint fees, a \$22 DPS background check fee will be charged for each fingerprint card.

Liquor License #

06070179

(If the location is currently licensed)

1. Check appropriate box → ☒ Controlling Person (Complete Questions 1-19)  
☐ Agent (Complete Questions 1-19)  
☐ Manager (Only) (Complete All Questions except # 14, 14a & 21)  
Controlling Person or Agent must complete #21 for a Manager

2. Name: Malouf Mark Arthur Date of Birth: [REDACTED]  
Last First Middle (NOT a Public Record)

3. Social Security Number: [REDACTED] Drivers License: [REDACTED] State: IL  
(NOT a public record) (NOT a public record)

4. Place of Birth: Chicago IL USA Height: 5'8 Weight: 155 Eyes: Blu Hair: Bro  
City State Country (not county)

5. Marital Status ☐ Single ☒ Married ☐ Divorced ☐ Widowed

6. Name of Current or Most Recent Spouse: Malouf Jayne L Moraya Date of Birth: [REDACTED]  
(List all for last 5 years - Use additional sheet if necessary) Last First Middle Maiden (NOT a public record)

7. You are a bona fide resident of what state? IL If Arizona, date of residency: \_\_\_\_\_

8. Telephone number to contact you during business hours for any questions regarding this document. 630-240-3751

9. If you have been an Arizona resident for less than three (3) months, submit a copy of your Arizona driver's license or voter registration card.

10. Name of Licensed Premises: Labels on Main Premises Phone: 480-889-5580

11. Physical Location of Licensed Premises Address: 7018 E Main St Scottsdale Maricopa 85251  
Street Address (Do not use PO Box #) City County Zip

12. List your employment or type of business during the past five (5) years. If unemployed part of the time, list those dates. List most recent 1st.

FROM Month/Year	TO Month/Year	DESCRIBE POSITION OR BUSINESS	EMPLOYER'S NAME OR NAME OF BUSINESS (street address, city, state & zip)
8/06	CURRENT	Retired	107 Elm St Prospect Heights IL 60070

ATTACH ADDITIONAL SHEET IF NECESSARY FOR EITHER SECTION ↑

13. Indicate your residence address for the last five (5) years:

FROM Month/Year	TO Month/Year	Rent or Own	RESIDENTIAL Street Address If rented, attach additional sheet with name, address and phone number of landlord	City	State	Zip
7/98	CURRENT	Own	107 Elm St	Prospect Heights	IL	60070



If you checked the Manager box on the front of this form skip to # 15

12 JUL 9 Liqueur, Lic. PM 4 03

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?  
If you answered YES, how many hrs/day? \_\_\_\_\_, and **answer #14a below**. If NO, skip to #15. YES ✓ NO
- 14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)  
If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license. YES ✓ NO
15. Have you been cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years?  
In addition, please include all traffic tickets and complaints within the last ten (10) years that resulted in a warrant for arrest AND any traffic tickets and complaints that are alcohol or drug-related. ✓ YES NO
16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved? Include only criminal traffic tickets and complaints. YES ✓ NO
17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state? YES ✓ NO
18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation? YES ✓ NO
19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state? YES ✓ NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement.  
Give complete details including dates, agencies involved, and dispositions.

**SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED**

20. I, Mark Arthur Malouf, hereby declare that I am the APPLICANT/REPRESENTATIVE  
(print full name of Applicant)  
filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X See Attached  
(Signature of Applicant)

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this  
\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

My commission expires on: \_\_\_\_\_  
Day Month Year

(Signature of NOTARY PUBLIC)

**COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT  
APPROVING A MANAGER'S APPLICATION**

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license.  
The manager named must be at least 21 years of age.

State of \_\_\_\_\_ County of \_\_\_\_\_

The foregoing instrument was acknowledged before me this

X \_\_\_\_\_  
Signature of Controlling Person or Agent (circle one)

\_\_\_\_\_ day of \_\_\_\_\_  
Month Year

(Signature of NOTARY PUBLIC)

Print Name

My commission expires on: \_\_\_\_\_  
Day Month Year

12 JUL 9 Lic. Lic. PM 4:03

If you checked the Manager box on the front of this form skip to # 15

14. As a Controlling Person or Agent, will you be physically present and operating the licensed premises?

☐ YES ☒ NO

If you answered YES, how many hrs/day? \_\_\_\_\_, and answer #14a below. If NO, skip to #15.

14a. Have you attended a DLLC-approved Liquor Law Training Course within the past 5 years? (Must provide proof)

☐ YES ☐ NO

If the answer to # 14a is "NO", course must be completed before issuance of a new license or approval on an existing license.

15. Have you been detained, cited, arrested, indicted or summoned into court for violation of ANY law or ordinance, regardless of the disposition, even if dismissed or expunged, within the past ten (10) years (include only traffic violations that were alcohol and/or drug related)?☒ YES ☐ NO16. Are there ANY administrative law citations, compliance actions or consents, criminal arrest, indictments or summonses PENDING against you or ANY entity in which you are now involved?☐ YES ☒ NO

17. Have you or any entity in which you have held ownership, been an officer, member, director or manager EVER had a business, professional or liquor application or license rejected, denied, revoked, suspended or fined in this or any other state?

☐ YES ☒ NO

18. Has anyone EVER filed suit or obtained a judgment against you, the subject of which involved fraud or misrepresentation?

☐ YES ☒ NO19. Are you NOW or have you EVER held ownership, been a controlling person, been an officer, member, director or manager on any other liquor license in this or any other state?☐ YES ☒ NO

If any answer to Questions 15 through 19 is "YES" YOU MUST attach a signed statement. Give complete details including dates, agencies involved, and dispositions.

SUBSTANTIVE CHANGES TO THIS APPLICATION WILL NOT BE ACCEPTED

20. I, MARK A. MALOUF, hereby declare that I am the APPLICANT/REPRESENTATIVE  
 (print full name of Applicant)  
 filing this questionnaire. I have read this questionnaire and all statements are true, correct and complete.

X

Mark A. Malouf  
 (Signature of Applicant)

State of

Az

County of

Maricopa

The foregoing instrument was acknowledged before me this

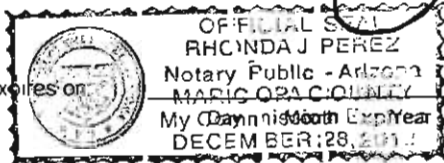
6 day ofMarch2012

Month

Year

Theresa J. Perez  
 (Signature of NOTARY PUBLIC)

My commission expires on:



### COMPLETE THIS SECTION ONLY IF YOU ARE A CONTROLLING PERSON OR AGENT APPROVING A MANAGER'S APPLICATION

21. The applicant hereby authorizes the person named on this questionnaire to act as manager for the named liquor license. The manager named must be at least 21 years of age.

State of

County of

The foregoing instrument was acknowledged before me this

day of

Month

Year

X

Signature of Controlling Person or Agent (circle one)

Print Name

My commission expires on:

Day

Month

Year

(Signature of NOTARY PUBLIC)

12 JUL 9 11:47, LIC, PM 4 03

## QUESTION #15

ON JANUARY 1, 2010 I WAS STOPPED BY A SCHAMBURG, ILLINOIS POLICE OFFICER AND TICKETED FOR LANE USAGE AND DRIVING UNDER THE INFLUENCE. AT THAT TIME I WAS ARRESTED AND TAKEN TO THE POLICE STATION, PROCESSED, POSTED BOND AND WAS RELEASED. ON MAY 5, 2010 I CONTESTED THE CHARGES IN A COURT HEARING IN COOK COUNTY COURTHOUSE IN PULLING MEADOWS, IL. AT THAT HEARING JUDGE MANDELTORT ISSUED A FINDING OF "NOT GUILTY" ON THE D.U.I. CHARGE, AND GUILTY OF ILLEGAL LANE USAGE. NO OTHER ISSUE HAVE OCCURED WITH REGARD TO THE ABOVE.

SWORD BY: MARK A. MALOUF  
Mark A Malouf

02/29/2012 09:10 6025420910

AZ Corp. Commission



03782624

AZ CORPORATION COMMISSION  
FILED

FEB 24 2012

ARTICLES OF AMENDMENT  
Pursuant to A.R.S. 29-623 (F)

FILE NO. 15299463

1. The name of the limited liability company is:

Mabets on Main, LLC

2. Attached hereto as Exhibit A is the text of the amendment.

Dated this 20<sup>th</sup> day of February, 2012.

Signature: [Signature]

Print Name: Cary Thomas

Check One: ☐ Member ☒ Manager

**DO NOT FURNISH THIS SECTION**

The amendment must be executed by a manager if management of the limited liability company is vested in a manager or by a member if management is reserved to the members.

AZ CORPORATION COMMISSION  
FILED

MAR 03 2012

FILE NO. 15299463



**EXHIBIT A**

**(Text of the Amendment)**

**The name and address of the sole member of the Company is:**

**7018 East Main, LLC  
8777 N. Gainey Center Drive #175  
Scottsdale, AZ 85258**

**The names and addresses of the Managers of the Company are:**

**Gary Thomas  
8777 N. Gainey Center Drive #175  
Scottsdale, AZ 85258**

**Mark Malouf  
8777 N. Gainey Center Drive #175  
Scottsdale, AZ 85258**

12 JUL 9 Lir. Lic. PM 4:03

84/28/2012 15:48

5625420186

AZ CORP. COMMISSION

AZ Corp. Commission

AZ CORPORATION COMMISSION  
FILEDAZ CORPORATION COMMISSION  
FILED

03484727

APR 28 2012

MAY 18 2012

FILE NO. R1616833.6FILE NO. R16168336

DO NOT WRITE ABOVE THIS LINE, FOR AOC USE ONLY

ARTICLES OF AMENDMENT  
OF  
FOREIGN LIMITED LIABILITY COMPANY

A Our stated reason for the reason under which we originally obtained a certificate of Registration in Arizona is:

TOP EAST MOUNTAIN, LLCWe are now DELAVARE Limited Liability Company authorized to do business in the state of Arizona and now want the Articles of Amendment pursuant A.R.S. §29-885 because we have changed the following:☒ The new reason in state of organization is:

If the exact name of the foreign LLC is not available for use in this state, then the following name adopted by the manager, member or authorized agent in Arizona is:

(Please submit a copy of the company's resolution adopting the business name)

☒ Other changes: See Attached

Attached hereto is a certified copy of the foreign limited liability company's amendment, statement or alteration of its Articles of Organization filed in its state of organization.

EXECUTED by (signature):

Check one:

☒ Member ☒ Manager ☐ Authorized Agent

Printed Name:

Gray Thomas

If signing on behalf of a company, print company name here

LL-CORP  
Rev. 12/2009

Page 2 of 2

Arizona Corporation Commission  
Corporation Division

12 JUL 9 11:41 PM 4 104

04/26/2012 15:40 0025424181

AZ CORP COMMISSION

PAGE 05/05

**AMENDMENT TO THE ARTICLES OF ORGANIZATION  
OF  
7075 EAST MAIN, LLC**

The Articles of Organization of 7075 East Main, LLC are amended as follows:

The names and addresses of the Members of the Company are:

Hay Star Management, LLC  
8777 N. Gateway Center Drive, Suite 175  
Scottsdale, AZ 85258

Mark Meyer  
187 Elm Street  
Prospect Heights, Illinois 60070

Steve Thomas  
8777 N. Gateway Center Drive, Suite 175  
Scottsdale, AZ 85258

The names and addresses of the Managers of the Company are:

Gary Thomas  
8777 N. Gateway Center Drive, Suite 175  
Scottsdale, AZ 85258

Mark Meyer  
187 Elm Street  
Prospect Heights, Illinois 60070

12 JUL 9 14:14 PM 4 104

04/28/2012 16:48

0025424188

AZ CORP COMMISSION

PAGE 04/06

# Delaware

PAGE 1

*The First State*

I, CHRISTOPHER M. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "7018 FIRST BANK, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF APRIL, A.D. 2012, AT 2:07 O'CLOCK P.M.

00000000 0000

120457867

For any other use, please contact the  
AZ Corp. Commission at 602-462-2000



*[Signature]*  
 Secretary of State  
 AUTHORITY: 00000000  
 DATE: 04-13-12



12 JUL 9 11:41 AM PM 4 04

04/08/2012 15:49 6025424100

AZ CORP COMMISSION

PAGE 85/86

Apr. 13. 2012 1:30PM

No. 1244 P. 2

State of Delaware  
 Secretary of State  
 Delaware State Office Building  
 200 N. Market Street, Suite 1200  
 Delaware, DE 19701  
 Phone: (302) 739-3300  
 Fax: (302) 739-3301

# STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: VELA STATE MEDIA LLC

2. The Certificate of Formation of the Limited Liability company is hereby amended to follow: Add Article Fifth

ARTICLE FIFTH

IN WITNESS WHEREOF, the undersigned have executed this Certificate on  
 the 13 day of APRIL, A.D. 2012

By: gk  
 (Authorized Person(s))

Name: CHRY THOMAS  
 Title: VP

MINUTES OF A SPECIAL MEETING OF THE MEMBERS  
of  
MABEL'S ON MAIN, LLC

This special meeting of the Members of Mabel's on Main, LLC was held on January 6, 2012 at 8777 N. Gainey Center Drive, Suite 175, Scottsdale, Arizona 85258, and was attended by Corri May, Gary Thomas, and Moe Tassoudji.

On December 18, 2009, the Company executed a promissory note payable to 7018 East Main, LLC in the face amount of \$100,000. The note was in payment of Company's portion of tenant improvements constructed at 7018 East Main Street. The note has not been paid and is in default.

Company entered into a Lease agreement with 7018 E Main LLC on July 1, 2009, which lease was amended January 1, 2010. Under the lease amendment, Company's monthly obligation to 7018 East Main is now \$11,500 per month. Company is unable to meet its lease payments.

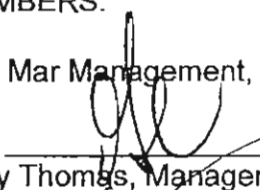
7018 East Main, LLC has offered to cancel its note and terminate the lease in exchange for the assignment of all ownership interests in the Company to 7018 East Main, LLC

After discussion, it was unanimously


RESOLVED, that the offer of 7018 East Main, LLC is approved and accepted. Corri May will execute an assignment of the 50% membership interest of Sugar & Spice, LLC to Hey Mar Management, LLC. Gary Thomas as manager of Hey Mar will execute an assignment of a 100% membership interest in Company from Hey Mar to to 7018 East Main, LLC which will transfer ownership of the Company to 7018 East Main, LLC in exchange for cancellation of the December 18, 2009 Promissory Note, and the January 1, 2010 lease so upon such assignment 7018 East Main LLC shall own 100% of the membership interests in Company.

MEMBERS:

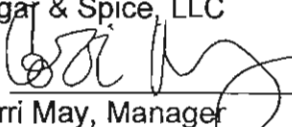
Hey Mar Management, LLC

By:   
Gary Thomas, Manager

Manager:

  
Moe Tassoudji

Sugar & Spice, LLC

By:   
Corri May, Manager

Manager

1-6-12

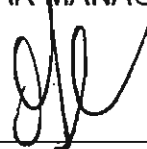
## ASSIGNMENT of MEMBERSHIP RIGHTS AND INTEREST

I, Gary Thomas, am the manager of Hey Mar Management, LLC. Hey Mar Management, LLC is the owner of a 100% membership interest, stock or other form of equity ownership in the following company:

MABEL'S ON MAIN, LLC ("Company")

FOR VALUE RECEIVED, Hey Mar Management, LLC does hereby irrevocably assign, transfer and otherwise convey all of its membership rights and ownership interest in the Company to 7018 East Main, LLC, a Delaware limited liability company ("7018"). Transfer of the membership rights and interest to 7018, is permitted or is otherwise consented to and approved in writing as provided in the Company Operating Agreement and/or By-Laws. A copy of this Assignment shall be delivered to the Manager of the Company with directions that the Company records be modified to reflect the transfer and any applicable membership/stock certificates shall thereafter be issued in the name of the Trust.

HEY MAR MANAGEMENT, LLC

By:   
Gary Thomas, Manager

Date: 1-6-2014

12 JUL 9 11:41 PM 4 04

## ASSIGNMENT of MEMBERSHIP RIGHTS AND INTEREST

I, Gary Thomas, am the manager of Hey Mar Management, LLC. Hey Mar Management, LLC is the owner of a 100% membership interest, stock or other form of equity ownership in the following company:

MABEL'S ON MAIN, LLC ("Company")

FOR VALUE RECEIVED, Hey Mar Management, LLC does hereby irrevocably assign, transfer and otherwise convey all of its membership rights and ownership interest in the Company to 7018 East Main, LLC, a Delaware limited liability company ("7018"). Transfer of the membership rights and interest to 7018, is permitted or is otherwise consented to and approved in writing as provided in the Company Operating Agreement and/or By-Laws. A copy of this Assignment shall be delivered to the Manager of the Company with directions that the Company records be modified to reflect the transfer and any applicable membership/stock certificates shall thereafter be issued in the name of the Trust.

HEY MAR MANAGEMENT, LLC

By: 

Gary Thomas, Manager

Date: 1-6-2012

## ASSIGNMENT of MEMBERSHIP RIGHTS AND INTEREST

I, Corri May, am the manager of Sugar & Spice, LLC. Sugar & Spice, LLC is the owner of a 50% membership interest, stock or other form of equity ownership in the following company:

### MABEL'S ON MAIN, LLC ("Company")

FOR VALUE RECEIVED, Sugar & Spice, LLC does hereby irrevocably assign, transfer and otherwise convey all of its membership rights and ownership interest in the Company to Hey Mar Management, LLC, a Delaware limited liability company ("Hey Mar"). Transfer of the membership rights and interest to Hey Mar, is permitted or is otherwise consented to and approved in writing as provided in the Company Operating Agreement and/or By-Laws. A copy of this Assignment shall be delivered to the Manager of the Company with directions that the Company records be modified to reflect the transfer and any applicable membership/stock certificates shall thereafter be issued in the name of the Trust.

SUGAR & SPICE LLC

By: Corri May, Manager  
Corri May, Manager

Date: 1-6-2012